

THE EXCHANGE HAS NEITHER APPROVED NOR DISAPPROVED THE INFORMATION CONTAINED IN THIS FILING STATEMENT, WHICH IS A REPRODUCTION OF THE ORIGINAL FILED WITH THE EXCHANGE BY THE COMPANY AND IS ISSUED FOR INFORMATION PURPOSES ONLY. THIS FILING STATEMENT IS NOT TO BE REPRODUCED IN WHOLE OR IN PART WITHOUT THE WRITTEN APPROVAL OF THE TORONTO STOCK EXCHANGE.

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1092.
FILED, APRIL 27th, 1964.

NEWNORTH GOLD MINES LIMITED

Full corporate name of Company
Incorporated under Part IV of The Ontario Companies Act by Letters Patent dated April 7, 1945, as amended by Supplementary Letters Patent dated February 25, 1955.
Particulars of incorporation (e.g., incorporated under Part IV of the Corporations Act, 1953 (Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT Reference is made to previous Filing Statement No. 729.

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	This Statement is filed in respect to - (1) An Agreement between Newnorth Gold Mines Limited (hereinafter called the "Company") and Elmore M. Dillman, whereby subject to the acceptance for filing of the Agreement by the Toronto Stock Exchange, the Company agreed to purchase from Elmore M. Dillman 12 mining claims in Jessop Township, Porcupine Mining Division, Ontario, for \$10,800 cash and 100,000 fully paid and non-assessable shares in the capital stock of the Company, of which 90% are to be deposited in pool or escrow subject to release only with the consent of the Toronto Stock Exchange. No part of the cash or share consideration is to be paid until the claims are properly recorded and transfers thereof delivered to the Company. (2) An Underwriting and Option Agreement dated April 13th, 1964, between the Company and Ross, Knowles & Company Limited, which Agreement is more particularly described in Item 6.										
2. Head office address and any other office address.	Room 601 Concourse Building, 100 Adelaide Street West, Toronto 1, Ontario.										
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<table><tr><td>PRESIDENT and DIRECTOR</td><td>Percy Claire Finlay, 2402 Bank of Nova Scotia Building, 44 King Street West, Toronto, Ontario. Partner in the legal firm of Holden, Murdoch, Walton, Finlay, Robinson & Pepall, for the past 26 years and is a senior executive and officer in several other mining companies.</td></tr><tr><td>SECRETARY-TREASURER and DIRECTOR</td><td>Henry Hunter, 601 Concourse Building, 100 Adelaide St. West, Toronto 1, Ont. Accountant for more than the past 30 years.</td></tr><tr><td>DIRECTOR</td><td>Roderick T. MacAlpine, R.R. #3, Fenelon Falls, Ontario. President of Shaft Machines Limited for more than the past 10 years.</td></tr><tr><td>DIRECTOR</td><td>John H. Fisher, 438 Balkan Road, Richmond Hill, Ont. Chartered Accountant for more than the past 10 years.</td></tr><tr><td>DIRECTOR</td><td>Delbert Grey Bannerman, 335 Bay Street, Toronto, Ontario. Comptroller with Doherty, Roadhouse & Co., Stockbrokers, for the past 11 years.</td></tr></table>	PRESIDENT and DIRECTOR	Percy Claire Finlay, 2402 Bank of Nova Scotia Building, 44 King Street West, Toronto, Ontario. Partner in the legal firm of Holden, Murdoch, Walton, Finlay, Robinson & Pepall, for the past 26 years and is a senior executive and officer in several other mining companies.	SECRETARY-TREASURER and DIRECTOR	Henry Hunter, 601 Concourse Building, 100 Adelaide St. West, Toronto 1, Ont. Accountant for more than the past 30 years.	DIRECTOR	Roderick T. MacAlpine, R.R. #3, Fenelon Falls, Ontario. President of Shaft Machines Limited for more than the past 10 years.	DIRECTOR	John H. Fisher, 438 Balkan Road, Richmond Hill, Ont. Chartered Accountant for more than the past 10 years.	DIRECTOR	Delbert Grey Bannerman, 335 Bay Street, Toronto, Ontario. Comptroller with Doherty, Roadhouse & Co., Stockbrokers, for the past 11 years.
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4. Share capitalization showing authorized and issued and outstanding capital.	Authorized Capital \$5,000,000.00 divided into 5,000,000 shares with a par value of \$1.00 each, of which 4,100,005 shares are issued and outstanding as fully paid and non-assessable shares.										
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	There are no bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.										
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	<p>Under an Agreement dated April 13th, 1964, between the Company and Ross, Knowles & Company Limited acting as agent only on behalf of J. D. Crighton International Limited, 105 Adelaide Street West, Toronto, Ontario, whereby, subject to acceptance for filing by the Toronto Stock Exchange of the property agreement referred to in Item 1 above and subject to the acceptance for filing by the Toronto Stock Exchange of the said Underwriting and Option Agreement, the Company agreed to sell, and Ross, Knowles & Company Limited agreed to purchase 200,000 shares of the Company's capital stock at the price of 20 cents per share forthwith after the aforesaid acceptances of the Toronto Stock Exchange, the date of which is herein-after called the "effective date", and the Company agreed to grant to Ross, Knowles & Company Limited the sole and exclusive right or option to purchase all or any part of an additional 300,000 shares of the Company's capital stock as follows:-</p> <table><tr><td>100,000</td><td>One Hundred Thousand shares of the capital stock of Newnorth at the price of Twenty-Five Cents (25¢) per share, to be taken up and paid for within three (3) months of the effective date;</td><td>\$25,000.00</td></tr><tr><td>100,000</td><td>One Hundred Thousand shares of the capital stock of Newnorth at the price of Thirty Cents (30¢) per share, to be taken up and paid for within six (6) months of the effective date;</td><td>\$30,000.00</td></tr><tr><td>100,000</td><td>One Hundred Thousand shares of the capital stock of Newnorth at the price of Thirty-Five Cents (35¢) per share, to be taken up and paid for within nine (9) months of the effective date.</td><td>\$35,000.00</td></tr></table>	100,000	One Hundred Thousand shares of the capital stock of Newnorth at the price of Twenty-Five Cents (25¢) per share, to be taken up and paid for within three (3) months of the effective date;	\$25,000.00	100,000	One Hundred Thousand shares of the capital stock of Newnorth at the price of Thirty Cents (30¢) per share, to be taken up and paid for within six (6) months of the effective date;	\$30,000.00	100,000	One Hundred Thousand shares of the capital stock of Newnorth at the price of Thirty-Five Cents (35¢) per share, to be taken up and paid for within nine (9) months of the effective date.	\$35,000.00	
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7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	<p>There are no present or proposed assignments of any of the shares underwritten or optioned and none are contemplated except as referred to in Item 6 above.</p> <p>As set forth in Item 6 above, Ross, Knowles & Company Limited entered into the Underwriting and Option Agreement on behalf of J. D. Crighton International Limited, the outstanding shares of which are held as follows:</p> <table><thead><tr><th></th><th>Preference Shares</th><th>Common Shares</th></tr></thead><tbody><tr><td>J. D. Crighton - President 17 Thornhill Ave., Thornhill, Ontario.</td><td>10,000</td><td>1,000</td></tr><tr><td>John Fisher - Secretary-Treasurer 438 Balkan Road, Richmond Hill, Ontario.</td><td></td><td>1</td></tr><tr><td>Michael Crighton - Director Kearney, Ontario.</td><td></td><td>1</td></tr></tbody></table>		Preference Shares	Common Shares	J. D. Crighton - President 17 Thornhill Ave., Thornhill, Ontario.	10,000	1,000	John Fisher - Secretary-Treasurer 438 Balkan Road, Richmond Hill, Ontario.		1	Michael Crighton - Director Kearney, Ontario.		1
	Preference Shares	Common Shares											
J. D. Crighton - President 17 Thornhill Ave., Thornhill, Ontario.	10,000	1,000											
John Fisher - Secretary-Treasurer 438 Balkan Road, Richmond Hill, Ontario.		1											
Michael Crighton - Director Kearney, Ontario.		1											
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	No payment in cash or securities of the Company has been made or will be made to a promoter or finder in connection with the proposed Underwriting and Option Agreement referred to in Item 6 above, or the property agreement referred to in Item 1 above.												
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	<p>The Company proposes to carry out a program of exploration and development on the 12 Mining Claims in Jessop Township referred to in Item 1 above, and to continue contributing to the joint venture on the Silvermines property held under Prospecting License referred to in Item 10 below. Funds received from the aforementioned Underwriting and Option Agreement in excess of that proposed to be expended as stated above, if not used for further development work on the above properties, would only be used for other purposes after disclosing same to the Toronto Stock Exchange by an amendment to this Filing Statement or by filing a new Filing Statement.</p>												
10. Brief statement of company's chief development work during past year.	<p>During the past year the Company's subsidiary, The Tipperary Metal Mines Limited (more particularly referred to in Item 19 hereunder) carried out exploration, development work and diamond drilling in two areas in Tipperary County, Eire, held under Prospecting Licenses by The Tipperary Metal Mines Limited.</p> <p>During the year 1963 The Tipperary Metal Mines Limited expended a total of \$21,521.37 on exploration and development work, and although good geochemical and geophysical results were obtained on these properties, diamond drilling did not reveal any promising ore bodies.</p> <p>During 1963, in consideration of the payment of \$5,000.00 the Company obtained from J.D. Crighton International Limited a 50% interest in a Prospecting License covering lands in the Silvermines Area, County of Tipperary, Eire, containing approximately three square miles. A geochemical survey and induced polarization survey were completed on this property, together with 1413 feet of diamond drilling. This Prospecting License has been renewed and further exploration work is contemplated on the property.</p>												
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	Elmore M. Dillman, 244 Bay Street, Toronto, Ontario, will receive \$10,800.00 in cash and 100,000 fully paid and non-assessable shares of the capital stock of the Company in consideration of the transfer to the Company of the Mining Claims referred to in Item 1 above. 90,000 of the said shares are to be deposited in pool or escrow with Crown Trust Company, Toronto, subject to release only with the consent of the Toronto Stock Exchange.												
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Elmore M. Dillman, 244 Bay Street, Toronto, Ontario, will receive the entire consideration referred to in Item 11 above.												
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	Subject to acceptance for filing of this Filing Statement by the Toronto Stock Exchange, and subject to completion of the property purchase agreement referred to in Item 1 above, 90,000 shares of the Company's capital stock will be deposited in pool or escrow with Crown Trust Company subject to release only with the consent of the Toronto Stock Exchange.												

FINANCIAL STATEMENTS

NEWNORTH GOLD MINES LIMITED

BALANCE SHEET

as at

March 31st. 1964

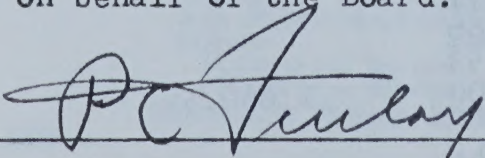
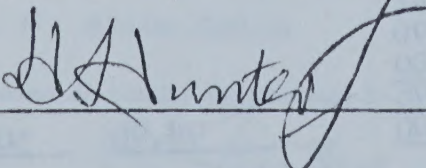
A S S E T S

Cash in Bank		101,894.41
Accounts Receivable		4,091.52
Shares in Mining Companies at cost:		
Listed (Quoted Market Value \$3,450.00)	5,968.37	
Other	<u>2,392.19</u>	8,360.56
Investment in and advances to subsidiary Company - The Tipperary Metal Mines Limited:		
Investment in Shares at cost	6,001.00	
Advances	43,693.78	
Costs borne by Newnorth Gold Mines Limited in connection with the acquisition of a 75% interest in two prospecting licenses now held by The Tipperary Metal Mines Limited	<u>27,450.00</u>	77,144.78
50% Interest in Prospecting License Silvermines Concession, Ireland - At cost		5,000.00
Exploration and Development including Head Office and Administrative Expense		174,357.50
Other Assets		
Mining Equipment at cost	551.86	
Organization Expense	<u>5,264.25</u>	<u>5,816.11</u>
		<u>\$376,664.88</u>

L I A B I L I T I E S

Accounts Payable and accrued charges		2,091.50
Capital Stock		
Authorized - 5,000,000 Shares of \$1.00 each Par Value		
Issued and fully paid	<u>Shares</u>	<u>\$</u>
Less Discount	4,100,005	4,100,005.00
		<u>3,521,500.00</u>
		578,505.00
Deficit		<u>203,931.62</u>
		<u>374,573.38</u>
		<u>\$376,664.88</u>

Approved on behalf of the Board:


 _____ Director

 _____ Director

NEWNORTH GOLD MINES LIMITED

STATEMENT OF DEFICIT

as at

March 31st. 1964

Balance - January 1st. 1963		197,810.67
<u>Add - Exploration expenses transferred</u> from Statement of Exploration	5,490.00	
Investment written off	<u>630.95</u>	<u>6,120.95</u>
<u>To Balance Sheet</u>		<u>\$203,931.62</u>

NEWNORTH GOLD MINES LIMITED

STATEMENT OF EXPLORATION AND DEVELOPMENT
INCLUDING HEAD OFFICE AND ADMINISTRATION EXPENSE
FOR THE FIFTEEN MONTH PERIOD JANUARY 1st. 1963 to MARCH 31st. 1964

Exploration and Development

Balance January 1st. 1963		119,479.65
<u>Add</u> Exploration Expenses - January 1st. to December 31st. 1963:		
In Nigeria	4,500.00	
In Ireland	<u>990.00</u>	
	<u>5,490.00</u>	<u>5,490.00</u>
		<u>124,969.65</u>
<u>Add</u> Exploration Expenses January 1st. to March 31st. 1964:		
In Ireland - Silvermines Concession		
50% of Expenditures made, being		
Company's portion:-		
Drilling	2,841.66	
Consultants Fees & Expense	966.90	
Maps, Photostats	34.50	
Wages, Travel & Supplies	<u>500.00</u>	
		<u>4,343.06</u>
		<u>129,312.71</u>
<u>Less</u> Exploration Expenses transferred to Deficit	<u>5,490.00</u>	123,822.71

Head Office and Administration Expense

Balance January 1st. 1963		48,575.30
<u>Add - Expenses January 1st. to December 31st. 1963:</u>		
Filing Fees and Taxes	62.27	
Legal & Audit	900.00	
Office Services, rent, telephone, etc.	662.89	
Annual Reports	200.71	
Transfer Agents Fees	<u>319.66</u>	
	<u>2,145.53</u>	
<u>Less - Dividend Income</u>	<u>285.00</u>	1,860.53
<u>Add - Expenses January 1st. to March 31st. 1964:</u>		
Office Services, rent, telephone, etc.	153.96	
Filing Fees	<u>20.00</u>	
	<u>173.96</u>	
<u>Less - Dividend Income</u>	<u>75.00</u>	<u>98.96</u>
		<u>50,534.79</u>
<u>Balance - March 31st. 1964 to Balance Sheet</u>		<u>\$174,357.50</u>

NEWNORTH GOLD MINES LIMITED

INVESTMENTS - March 31, 1964

<u>Listed</u>	<u>Shares</u>	<u>Book Value</u>	<u>Market Value</u>	
			<u>@</u>	<u>\$</u>
Calvert Gas & Oil Limited	400	626.40	.75	300.00
Queмонт Mining Corporation	300	<u>5,341.97</u>	10.50	<u>3,150.00</u>
		5,968.37		3,450.00
<u>Other</u>				
Dempster-White Syndicate		493.75		
Fortune Yellowknife Mines Limited	10,280	10.28		
Hewfran Gold Mines Limited	13,833	69.16		
Standard Lithium Corp.	14,171	1.00		
Participation in Pine Point Exploration Project, North West Territories	2½% Interest	<u>1,818.00</u>		
		<u>8,360.56</u>		

NEWNORTH GOLD MINES LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

FOR FIFTEEN MONTH PERIOD JANUARY 1st. 1963 to MARCH 31st. 1964

1962

Dec. 31	<u>Working Capital</u>	132,095.34
	Source of Funds - Year 1963	
	Dividend Income	<u>1,285.00</u>
		132,380.34

Application of Funds - Year 1963:

Increase in Advances to
Subsidiary Company 14,452.72

Increase in Exploration and
Development Expenses including
Head Office and Administrative
Expense

Exploration Expense 5,490.00
Head Office and
Administrative Expense 2,145.53 7,635.53

Cost of acquiring 50%
interest in Prospecting License
Silvermines Concession Ireland
Decrease in Working Capital

5,000.00
27,088.25 27,088.25

1963

Dec. 31	<u>Working Capital</u>	<u>\$105,292.09</u>
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1964

Jan. 1	<u>Working Capital</u>	\$105,292.09
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Source of Funds - January 1 to March 31, 1964:

Refunded by Subsidiary Company
to reduce advances 3,044.36
Dividend Income 75.00
3,119.36

Application of Funds - January 1 to
March 31, 1964:

Increase in Exploration and
Development Expense including
Head Office and Administrative
Expense

Exploration Expense 4,343.06
Head Office Expense 173.96 4,517.02
Decrease in Working Capital 1,397.66 1,397.66

1964

Mar. 31	<u>Working Capital</u>	<u>\$103,894.43</u>
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Approved on behalf of the Board:

PC Farley Director
HA Hunter Director

ENGINEER'S REPORT

Note - The following are excerpts from a report by D.W. Sullivan, B.Sc., P.Eng., dated May 1st, 1964, on the mining claims located in Jessop Township, Porcupine Mining Division, Province of Ontario. A complete copy of this report is on file at the Toronto Stock Exchange.

REPORT

ON

PROPERTY OF

NEWNORTH GOLD MINES LIMITED

JESSOP TOWNSHIP

PORCUPINE MINING DIVISION

TIMMINS, ONTARIO

Newnorth Gold Mines Limited hold under option 12 claims in Jessop Township, Porcupine Mining Division, Timmins, Ontario. These claims cover Lot 1 and the east half of Lot 2 in Concession

VI

LOCATION, ACCESS AND TOPOGRAPHY

The property is located 10 miles due north of the city of Timmins. Access to the property is by a 4 mile bush road north from the Timmins airport located in Concession III, or by a two mile bush road west from the good gravel road that extends from Timmins to Bigwater Lake in Murphy Township to the east.

The property lies about 5 miles southeast of the recent important copper-zinc-silver discovery of Texas Gulf Sulphur in Kidd Township.

The main power line running south into Timmins passes about 1 mile east of this property.

The terrain is flat to gently rolling with swampy areas to the north and south. Poplar bush covers most of the central portion.

CONCLUSIONS AND RECOMMENDATIONS

The recent important discovery of a large orebody by

Texas Gulf Sulphur in Kidd Township to the north has increased the tempo of exploration in this area for base metals.

The rocks underlying this property would be considered favourable for the deposition of base metal sulphide bodies, and as such merits detailed exploration. Since the claims are covered by overburden geophysical methods are required to locate targets for probing by diamond drilling.

It is recommended that:

1. The property be covered by a Geophysical survey using electromagnetic methods on a cut grid with 300 foot line spacing and stations at 100 foot intervals. Any conductors located by this survey should be detailed by a magnetic method.

The estimated cost of this survey would be \$3,500.00

2. Any anomalous conditions located by the geophysical surveys should be probed by diamond drilling.

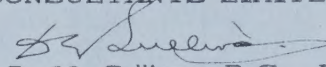
The cost of drilling would be approximately \$6.00/foot which would include engineering and assaying.

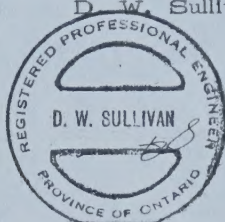
Respectfully submitted,

SCOPE MINING AND EXPLORATION
CONSULTANTS LIMITED

TORONTO, ONTARIO

MAY 1st, 1964.


D. W. Sullivan, B.Sc., P.Eng.



C E R T I F I C A T E

I, D. W. SULLIVAN, of the Town of Oakville, in the County of Halton, Province of Ontario hereby certify:

1. That I am a Mining Engineer and reside at 282 Burgundy Drive, Oakville, Ontario.

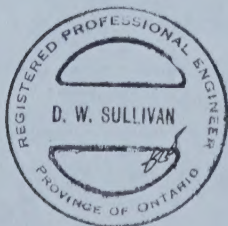
2. That I am a graduate of Queen's University with a B.Sc. degree and that I have been practising my profession as a mining engineer for the past sixteen years.

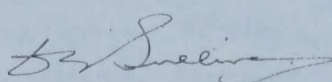
3. That I have no direct or indirect interest in any shares or claims of Newnorth Gold Mines Limited, nor do I expect to receive any direct or indirect interest in the property or shares of the Company.

4. The accompanying report is based on a study of government maps and papers of the district as well as on a personal knowledge of the area. A specific examination of the property was not made by me.

5. That I am a member of the Association of Professional Engineers of the Province of Ontario, Canadian Institute of Mining and Metallurgy and the Geological Association of Canada.

DATED this 1st day of MAY, 1964.




D.W. Sullivan, B.Sc., P.Eng.

14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Subject to the terms of Item 13 above, Elmore M. Dillman, 244 Bay Street, Toronto, Ontario, will be the owner of the entire 90,000 shares of the capital stock of the Company deposited in pool or escrow.												
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<table> <tr> <th>Name</th><th>Shares held</th></tr> <tr> <td>1. Ross, Knowles & Company Limited, 105 Adelaide Street West, Toronto 1, Ontario.</td><td>797,100</td></tr> <tr> <td>2. Doherty, Roadhouse & Co., 335 Bay Street, Toronto 1, Ontario.</td><td>501,886</td></tr> <tr> <td>3. James Richardson & Sons, 173 Portage Avenue East, Winnipeg 2, Manitoba.</td><td>207,900</td></tr> <tr> <td>4. Doherty, Roadhouse & McCuaig Bros., 335 Bay Street, Toronto 1, Ontario.</td><td>173,730</td></tr> <tr> <td>5. Bongard & Co., 25 Adelaide Street West, Toronto, Ontario.</td><td>157,150</td></tr> </table> <p>The Company has no knowledge as to the beneficial ownership of the shares registered in the name of Ross, Knowles & Company Limited, Doherty, Roadhouse & Co., James Richardson & Sons, Doherty, Roadhouse & McCuaig Bros., or Bongard & Co.</p>	Name	Shares held	1. Ross, Knowles & Company Limited, 105 Adelaide Street West, Toronto 1, Ontario.	797,100	2. Doherty, Roadhouse & Co., 335 Bay Street, Toronto 1, Ontario.	501,886	3. James Richardson & Sons, 173 Portage Avenue East, Winnipeg 2, Manitoba.	207,900	4. Doherty, Roadhouse & McCuaig Bros., 335 Bay Street, Toronto 1, Ontario.	173,730	5. Bongard & Co., 25 Adelaide Street West, Toronto, Ontario.	157,150
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4. Doherty, Roadhouse & McCuaig Bros., 335 Bay Street, Toronto 1, Ontario.	173,730												
5. Bongard & Co., 25 Adelaide Street West, Toronto, Ontario.	157,150												
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	So far as the Company is aware, there are no persons in a position to elect or cause to be elected a majority of the Directors of the Company, except the present Directors who are probably in a position to do so upon a solicitation of proxies.												
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	See schedule attached to Balance Sheet as of March 31st, 1964.												
18. Brief statement of any lawsuits pending or in process against company or its properties.	There are no lawsuits pending or in process against the Company or its properties.												
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	The Company entered into an Agreement dated April 24, 1962, with Coulee Lead and Zinc Mines Limited to undertake on a joint venture basis a program of exploration and development of two areas in Tipperary County, Eire. Pursuant to the said Agreement the Company obtained a 50% share interest in The Tipperary Metal Mines Limited, a Company incorporated under the laws of Eire, as an operating vehicle for the joint venture. Coulee subsequently assigned a 25% share interest in The Tipperary Metal Mines Limited to Headway Red Lake Gold Mines Limited. Pursuant to an Agreement between the Company, Coulee Lead and Zinc Mines Limited, Headway Red Lake Gold Mines Limited and The Tipperary Metal Mines Limited, dated December 13, 1963, the aforesaid Agreement dated April 24, 1962, was terminated, and in consideration of a further loan of \$10,000.00 by the Company to The Tipperary Metal Mines Limited, Coulee on behalf of itself and Headway transferred a further 25% share interest in The Tipperary Metal Mines Limited to the Company, and the Company and Coulee agreed to make additional loans to The Tipperary Metal Mines Limited in order to carry out further exploratory work, such additional loans to be advanced on the basis of 75% by Newnorth and 25% by Coulee.												
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	This Statement is filed pursuant to the rules and regulations of the Toronto Stock Exchange in respect to the matter referred to in item 1 above, which the Company understands to be classed as a "material change". There are no other relevant material facts. The shares of the Company will be in the course of primary distribution to the public after the said Underwriting and Option Agreement becomes effective.												

DATED April 24th, 1964.

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"P.C. Finlay" By P.C. Finlay CORPORATE SEAL
 "H. Hunter" And H. Hunter Secretary

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

ROSS, KNOWLES & COMPANY LIMITED
 "S.M. MacKay" By S.M. MacKay
 "E.R. Pope" And E.R. Pope